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Conflicts Counsel to the Reorganized Debtors

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:	)	
	)	Chapter 11
MOTORS LIQUIDATION COMPANY,	)	
<i>et al.,</i>	)	Case No. 09-50026 (REG)
	)	
Debtors.	)	(Jointly Administered)
	)	

**DECLARATION OF RICHARD K. MILIN IN SUPPORT OF  
REORGANIZED DEBTORS' AMENDED SUPPLEMENTAL OBJECTION  
TO PROOF OF CLAIM NUMBER 71242 ASSERTED BY CHARTIS  
SPECIALTY INSURANCE COMPANY ON THE GROUND THAT THE  
CLAIM IS NOT PROPERLY SECURED BY A VALID RIGHT OF SETOFF**

RICHARD K. MILIN hereby declares as follows:

1. I am a member of the Bar of the State of New York and of counsel to the firm of Togut, Segal & Segal LLP, conflicts counsel to Reorganized Debtors Motors Liquidation Company, *et al.*, formerly known as General Motors Corporation. I respectfully submit this Declaration based upon personal knowledge and my review of the files in support of the Reorganized Debtors' Amended Supplemental Objection to Proof of Claim Number 71242 Asserted by Chartis Specialty Insurance Company on the Ground that the Claim Is Not Properly Secured by a Valid Right of Setoff.

2. I attach as Exhibit 1 a copy of the Declaration of Thomas A. Morrow dated October 5, 2011 in support of the Reorganized Debtors' (1) Supplemental Claim Objection and (2) Motion To Enforce the Plan Injunction and Automatic Stay and

To Enjoin Chartis U.S. From Continuing To Retain More Than \$20 Million It Improperly Seized from the Reorganized Debtors (Docket No. 11019).

3. I attach as Exhibit 2 copies of two Assumption and Collateralization Agreements effective July 10, 2009, entered into by and between: (i) Chartis Specialty Insurance Company (f/k/a American International Specialty Lines Insurance Company), General Motors LLC, and Motors Liquidation Company; and (ii) Lexington Insurance Company, General Motors LLC, and Motors Liquidation Company.

4. I attach as Exhibit 3 a copy of a letter dated March 31, 2011 from Motors Liquidation Company to Aon Risk Services Central.

5. I attach as Exhibit 4 a copy of a letter from Richard K. Milin to Michael S. Davis, Esq. dated September 16, 2011.

I declare under the penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed in New York, New York on November 17, 2011

/s/ Richard K. Milin  
RICHARD K. MILIN  
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